



The David J. Joseph Company



June 16, 2005

RECORDATION NO. 24900 A FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

JUN 21 '05

11-12 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) original Memorandums of Assignment and Assumption Agreements dated as of May 25, 2005, between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: Rail Connection, Inc.
111 Laurel Avenue
Poca, WV 25159

Please see Schedule I attached hereto for the equipment, (5) railcars, involved in this transaction.

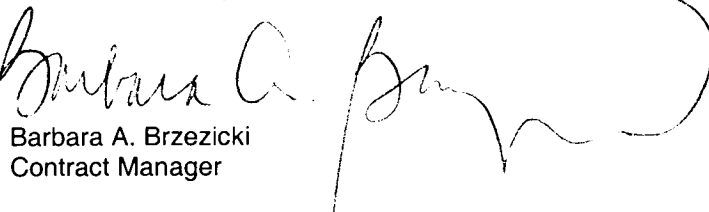
This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May 25, 2005 related to five (5) railcars bearing reporting marks CUOH 37027, CUOH 38446, CUOH 38592 and OHCR 6118, OHCR 6119.

Please file this as a secondary document under the Recordation Number 24900-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24900. The filing fee for this document in the amount of \$33.00, is included in the enclosed check. Please return one (1) stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

The David J. Joseph Company


Barbara A. Brzezicki
Contract Manager

Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of May 25, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 24, 2003, as subsequently amended by agreement dated March 17, 2004, between Assignor, as Lessor, and Ohio Central Railroad System, as Lessee, for five (5) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of May 25, 2005.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

JAMES H. GOETZ
EXEC VP + CFO

RAIL CONNECTION INC.

By: _____

Name: _____

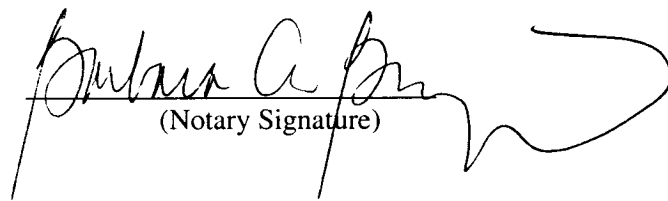
Title: _____

WARREN K. HIGGINBOTHAM
V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of May, 2005, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive V.P. & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of May, 2005.


(Notary Signature)

My commission expires:

February 20, 2006

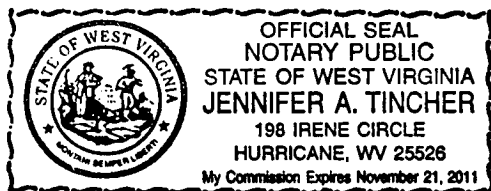


BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF West Virginia)
COUNTY OF Kanawha) SS:

On this 27th day of May, 2005, before me the subscriber, Jennifer A. Tincher, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham to me personally known, who stated and acknowledged that he/she is the Vice President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of May, 2005.



Jennifer A. Tincher
(Notary Signature)

My commission expires:

November 21, 2011

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

DESCRIPTION OF UNITS:

Five (5), railcars bearing reporting marks:

CUOH 37027

CUOH 38446

CUOH 38592

OHCR 6118

OHCR 6119

LEASE:

Master Lease Agreement dated October 24, 2003, between The David J. Joseph Company as lessor and Ohio Central Railroad System as lessee, as amended by Rider No. 3 dated March 17, 2004.